FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Mall Processing
Section
JAN 22 2008
Washington, OC

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB	APPROVAL
OIVID	ALLIONAL

OMB Number: 3235-0076

Expires: April 30, 2008
Estimated Average burden hours per form . . . . 16.00

SEC USE ONLY							
Prefix		Serial					
	L						
DAT	/ED						

Name of Offering: GENESIS EMERGING N	1ARKETS OPPORT	<b>FUNITIES FUND I</b>	LIMITED: OF	FERING OF CLASS A.	AND CLASS B SHARES OF	
PAR VALUE U.S. \$0.01 EACH CORRESP	ONDING TO THE S	MALLER COMP	ANIES PORTF	OLIO		
Filing Under (Check box(es) that apply):	□ Rule 504	Rule 505	Rule 506	☐ Section 4(6)	☐ ULOE	
Type of Filing:	☐ New Filing	<b>▼</b> Amendment				_
		SIC IDENTIFICA	FION DATA			_
<ol> <li>Enter the information requested about the issu</li> </ol>						_
Name of Issuer ( check if this is an ame	ndment and name has	changed, and indicat	e change.)		1810   1810   11875   1811   <b>18</b> 48   1811   <b>18</b> 48   <b>181</b>	
GENESIS EMERGING MARKETS OPPO	RTUNITIES FUND	Limited				
Address of Executive Offices	(Number a	nd Street, City, State	, Zip Code)		08022730	_
Cricket Square, Hutchins Drive, Grand Cayman,				001 345 945 3901	ROCESSED.	
Address of Principal Business Operations		nd Street, City, State		Telephone Number (Inc.	nding wier Code)	
(if different from Executive Offices) c/o Genesis	Asset Managers, LLP	, Polygon Hall, LeM	archant Street,		0 E 2008	
St. Peter Port, Guernsey GY1 4HY, Channel Is	lands				JAN 2 5 2008	_
Brief Description of Business: To operate as	a multi-class oper	n ended investme	ent company.		=	
•	•	•			THOMSUN	
Type of Business Organization			-		FINANCIAL	_
□ corporation □ limited	partnership, already for	ormed 🗵 other (	please specify): 4	A Cayman Islands compan	y with limited liability	
□ business trust □ limited	partnership, to be for	ned				
Actual or Estimated Date of Incorporation or Or	ganization:	Month 0 4	Year 0	5 × Actual	☐ Estimated	
Jurisdiction of Incorporation: (Enter two-letter U CN for Canada	J.S. Postal Service Abl ; FN for other foreign			F	N	

# GENERAL INSTRUCTIONS

### Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the informatio	n requested for the fol	A. BASIC IDENTI	FICATION DATA			<u>.</u>
	-	as been organized within the pa	st five years:			
		o vote or dispose, or direct the v		note of a class of ea	uity sec	urities of the issuer
		-	-			unities of the issuer,
		porate issuers and of corporate g	general and managing partners	or parmersing issue	is, and	
	anaging partner of part					0 1 1/
Check Box(es) that Apply:		⊠ Beneficial Owner	☑ Investment Adviser	☐ Director		General and/or Managing Partner
Full Name (Last name first, if it	ndividual)					
GENESIS ASSET MANAG	ERS, LLP (the "Inve	estment Adviser" or "IA")				
Business or Residence Address	- · · · · · · · · · · · · · · · · · · ·	·				
Polygon Hall, Le Marchant Stre	eet, St. Peter Port, Gue	rnsey GY1, 4HY, Channel Islan	nds			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer			General and/or Managing Partner
Full Name (Last name first, if i	·					
Paulson-Ellis, Jerem	<del></del>		··	<del></del>		
Business or Residence Address	(Number and Street,	, City, State, Zip Code)				
c/o Genesis Asset Managers, Ll		Marchant Street, St. Peter Port,	Guernsey GY1 4HY, Channel	Islands		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if in	ndividual)					
HALLAM, JOHN						
Business or Residence Address	(Number and Street	, City, State, Zip Code)		100		
c/o Genesis Asset Managers, Ll	LP, Polygon Hall, Le N	Marchant Street, St. Peter Port,	Guernsey GY1 4HY, Channel	Islands		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first, if it	ndividual)					
BIRKETT, STEVE						
Business or Residence Address	(Number and Street	, City, State, Zip Code)				
c/o Genesis Asset Managers, Ll	LP, Polygon Hall, Le N	Marchant Street, St. Peter Port,	Guernsey GY1, 4HY, Channel	Islands		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or
Full Name (Last name first, if in	ndividual)					Managing Partner
,	iidividuai)					
THORNE, MARK	(Nicolana and Canada	C'es Cours 7's Code		<del></del>		
Business or Residence Address		•				
c/o Genesis Asset Managers, LI					_	<u> </u>
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if it	ndividual)			<del></del>	_	<u> </u>
Business or Residence Address	(Number and Street	, City, State, Zip Code)				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if in	ndividual)					
Business or Residence Address	(Number and Street	, City, State, Zip Code)		_		

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					B, 1	NFORMA	ATION A	BOUT O	FFERING	·					
													Yes	No	
1.	Has the issuer	sold, or do	es the issue	er intend to					_				📮	X	l
2.	What is the m	inimu i	ractment th	n mill ba					ling under l				<b>5</b> 5 0	00 <u>,000</u> *	
	What is the in Minimum subs				-	•						***************************************	3 <u>5,0</u> Yes	00 <u>,000</u> No	,
	(1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.	equem m	comem is p	2,000,000,	340,000101	ne munuge	, a discreti	on to accep	resser umo						
3.	Does the offer	ing permit	joint owner	rship of a si	ngle unit?			****************			•••••		🗆	□ <u>N/</u>	Α
4.	Enter the info														
	solicitation of registered with a broker or de	h the SEC	and/or with	a state or s	tates, list th	ne name of	the broker	or dealer. I							
Full	Name (Last na	me first, if	indiviđual)								· ·				
NON	NE														
Busi	ness or Resider	ice Addres	s (Number a	and Street,	City, State,	Zip Code)			-						
Nam	ne of Associated	l Broker or	Dealer												
State	s in Which Per	son Listed	Has Solicit	ed or Intend	is to Solici	Purchaser	s					· · · · · · · · · · · · · · · · · · ·			
	(Check "All S	tates" or cl	heck individ	lual States)									Па	Il States	
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	outes	
	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
	(MT) (RI)	(NE) (SC)	[NV] [SD]	[NH] [TN]	[LN] [TX]	(NM) [UT]	[NY] [VT]	[NC] [VA]	(ND) (WA)	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
Full	Name (Last na			<u> </u>	<u> </u>		,				,		<u> </u>	. =	
Busi	iness or Resider	nce Addres	s (Numbe	r and Street	, City, Stat	e, Zip Code	e)			· •					
Narr	ne of Associated	l Broker or	Dealer												
State	es in Which Per	son Listed	Has Solicit	ed or Inten	ds to Solici	l Purchasen	s			<u>-</u>					
	(Check "All S	tates" or cl	heck individ	lual States)									🗖 A	II States	
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]		
	(IL)	[IN]	[IA]	(KS)	[KY]	[LA]	[ME]	[MD]	(MA)	[MI] [OH]	[MN]	[MS] [OR]	[MO] [PA]		
	(MT) [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[WV]	[OK] [WI]	[WY]	[PR]		
Full	Name (Last na			•					•			•			
D	iness or Resider		a Oliverha		City Ct-	. 7:- C-d		-							
Dusi	mess or Resider	ice Addres	s (Numbe	r and Street	i, City, Stat	e, zip Code	e)								
Nam	ne of Associated	l Broker or	Dealer		······	· · · · · · · · · · · · · · · · · · ·									
State	es in Which Per	son Listed	Has Solicit	ed or Inten	is to Solici	Purchaser	s								
	(Check "All S	tates" or cl	heck individ	lual States)									🗖 А	ll States	
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
	(IL) [MT)	(IN) (NE)	[IA]	[KS] [NH]	[KY]	[LA]	(ME)	(MD) (NC)	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
	[RI]	[NE]	ISDI	[NH] [TN]	[א]) וצדו	[NM] [UT]	(NY) (VT)	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of securities offered for exchange and already exchanged. Amount Already Type of Security Aggregate Offering Price (1) Sold (2) ☐ Common ☐ Preferred Convertible Securities (including warrants) Partnership Interests..... \$404,451,003 Other (specify) Class A and Class B Shares corresponding to the Smaller Companies Portfolio..... \$750,000,000 \$750,000,000 \$404,451,003 ..... Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases investors \$ 404,451,003 Accredited Investors Non-accredited Investors N/A \$<u>N/A</u> Total (for filings under Rule 504 only)..... N/A N/A Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering **Dollar Amount** Type of Security Sold Rule 505..... S\_N/A\_\_\_ N/A \$<u>N/A</u> Regulation A..... N/A N/A \_\_\_ \$ N/A \_\_\_ Rule 504..... Total..... N/A \$<u>N/A</u>

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees. \$0 N \$ 10,000 Printing and Engraving Costs.  $\mathbf{x}$ \$ 100,000 Legal Fees.  $|\mathbf{x}|$ \$ 25,000 Accounting Fees  $\mathbf{X}$ Engineering Fees.  $\times$ Sales Commissions (specify finders' fees separately) \$0 X Other Expenses (identify) (offering, issuance and listing fees) S 150,000 X \$ 285,000 X Total \_\_\_\_\_

<sup>(1)</sup> The Issuer is offering Class A and Class B Shares corresponding to the Smaller Companies Portfolio on a continuous basis. The amount reflected is provided for the purpose of filing this Form D.

<sup>(2)</sup> The amount and number sold reflect sales to U.S. and non-U.S. persons by the Issuer in the Smaller Companies Portfolio only.

<sup>(3)</sup> The amount reflects an estimate of initial costs only. The Manager will bear all costs exceeding \$150,000.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

the is	Enter the difference between the aggregate expenses furnished in response to Part C - Casuer."	\$ <u>749,715,000</u>				
the pi left o	urposes shown. If the amount for any purp	proceeds to the issuer used or proposed to be used for each of ose is not known, furnish an estimate and check the box to the listed must equal the adjusted gross proceeds to the issuer set				
				Payments to Officers, Directors, and Affiliates	Payments to Others	
Salari	ies and fees		X	\$ <u>(4)</u>	<b>⊠</b> \$ <u>(5)</u>	
Purch	nases of real estate			\$	□ \$	
Purch	nase, rental or leasing and installation of ma	chinery and equipment		\$	<b></b>	
Cons	truction or leasing of plant buildings and fac	cilities		\$	□ \$	
Acqu may l	isition of other businesses (including the va be used in exchange for the assets or securit	lue of securities involved in this offering that ies of another issuer pursuant to a merger)		\$	<b></b>	
Repa	yment of indebtedness			\$	<b>S</b>	
Work	ting capital			\$	<b>-</b> \$	
Other	r (specify): <u>Investments</u>			\$	<b>⋈</b> \$ <u>749,715,000</u>	
Colu	mn Totals		X	\$ <u>(4)</u>	<b>☒</b> \$ <u>749,715,000</u>	
Total	Payments Listed (column totals added)			<b>⊠</b> \$ <u>_7</u>	49,715,000	
	ormance allocation. The Issuer's confidentia	tte of the Issuer, serves as the Issuer's Investment Manager. GAI al offering materials set forth detailed discussions of the manager				
The Iss		tor, Custodian and any sub-custodian.				
he issuer n undertal	has duly caused this notice to be signed by	D. FEDERAL SIGNATURE the undersigned duly authorized person. If this notice is filed untrities and Exchange Commission, upon written request of its sta	der R	ule 505, the follow		
he issuer n undertal on-accred ssuer (Prir GENESIS	has duly caused this notice to be signed by tking by the issuer to furnish to the U.S. Secu	D. FEDERAL SIGNATURE the undersigned duly authorized person. If this notice is filed untrities and Exchange Commission, upon written request of its sta	der R	ule 505, the follow		
he issuer n undertal on-accred ssuer (Prir GENESIS DPPORTU	has duly caused this notice to be signed by tking by the issuer to furnish to the U.S. Seculited investor pursuant to paragraph (b)(2) on or Type)  EMERGING MARKETS	D. FEDERAL SIGNATURE the undersigned duly authorized person. If this notice is filed untrities and Exchange Commission, upon written request of its staff Rule 502.  Signature	der R	ule 505, the follow	ished by the issuer to any	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE	_	
		The state of the s	Yes	No
1.	Is any party described in 17 CFR 230.262	presently subject to any of the disqualification provisions of such rule?		
		. See Appendix, Column 5, for state response. NOT APPLICABLE		
2.	The undersigned issuer hereby undertakes such times as required by state law.	to furnish to any state administrator of any state in which this notice is filed, a notice on For	rm D (17 CFF	R 239.500) at
3.	The undersigned issuer hereby undertakes	to furnish to the state administrators, upon written request, information furnished by the issue	r to offerees.	
4.	(ULOE) of the state in which this notice is	issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform lifed and understands that the issuer claiming the availability of this exemption has the burde APPLICABLE		
The		he contents to be true and has duly caused this notice to be signed on its behalf by the undersi	igned duly aut	horized
lssu	er (Print or Type)	Signature		
	NESIS EMERGING MARKETS PORTUNITIES FUND LIMITED	In Dlankonh Becomber	y 10 ) 2 	-008
Nar	ne (Print or Type)	Title (Print or Type)		
JEF	REMY D. PAULSON-ELLIS	CHAIRMAN		

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX				
i		2	3	<del></del>		4			5
	to non-a	to sell accredited is in State i-Item 1)	Type of security and aggregate offering price offered in state (Part C-ltem 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	\$750,000,000 aggregate amount of Class A and Class B Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	<u> </u>								
AK								·	
AZ	<u> </u>					. <u>.</u>			
AR									
CA		х	See Above	i	\$20,000,000	N/A	N/A	N/A	N/A
со	<u> </u>								
CT									
DE						···			
DC									
FL	ļ								
GA									
HI									
ID									
IL								<u> </u>	
IN									
ΙA									
KS									
KY									
LA									
ME									
MD		x	See Above	1	\$30,000,000	N/A	N/A	N/A	N/A
MA	<u> </u>	<u> </u>			_				
МІ	ļ <u> </u>				.,	<u>.</u>			
MN									
MS									
МО									
мт									
NE								<u>.</u>	
NV									

	. •		<del></del>		APPENDIX						
1		2	3 4						5		
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	\$750,000,000 aggregate amount of Class A and Class B Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NH											
NJ											
NM			×-								
NY											
NC		х	See Above	3	\$81,500,000	N/A	N/A	N/A	N/A		
ND											
ОН		X	See Above	1	\$26,175,000	N/A	N/A	N/A	N/A		
OK											
OR											
PA		x	See Above	1	\$10,000,000	N/A	N/A	N/A	N/A		
RI											
sc											
SD											
TN		<u> </u>				i 					
TX		x	See Above	1	\$10,000,000	N/A	N/A	N/A	N/A		
UT								<u> </u>			
VT											
VA											
WA											
wv				<del></del>					<u> </u>		
wı											
WY				····							
PR									<u> </u> _		

